

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FREDERICKS IS	05/04/09	5.10	REVIEW INFORMATION RELATED TO RESPONSES TO CPO REPORT AND WORK WITH D. RAMSEY RE: SAME (2.5); PARTICIPATE IN CONFERENCE TELECONFERENCE WITH SYSTEMAX RE: AG AND CPO ISSUES (.8); PARTICIPATE IN MULTIPLE CONFERENCE CALLS WITH J. MARCUM, D. RAMSEY AND OTHER CC REPRESENTATIVES RE: IP SALE ISSUES (1.8).
FREDERICKS IS	05/05/09	3.30	PARTICIPATE IN MULTIPLE CONFERENCE CALLS WITH POTENTIAL BIDDERS RE: IP SALE (2.4); REVIEW DRAFT CPO DOCUMENTS (.9).
FREDERICKS IS	05/06/09	8.60	REVIEW ANSWERS TO CPO INFORMATION REQUESTS AND MULTIPLE CORRESPONDENCE TO AND FROM L. THOMSON RE: SAME (2.8); WORK WITH POTENTIAL IP BIDDERS TO RESOLVE FINAL ISSUES IN ADVANCE OF BID DEADLINE, INCLUDING MULTIPLE TELEPHONE CALLS AND MULTIPLE CORRESPONDENCE (1.9); PARTICIPATE IN PRE-CALL WITH K. CORDRY AND SYSTEMAX (1.6); PARTICIPATE IN GLOBAL TELECONFERENCE WITH SYSTEMAX AND AGS (2.3).
FREDERICKS IS	05/07/09	4.70	REVIEW BID COMPARISON PREPARED BY ROTHSCHILD AND SKADDEN AND PARTICIPATE IN MULTIPLE BID COMPARISON CALLS WITH CC AND ADVISORS (3.4); PARTICIPATE IN BID CALL WITH COUNSEL TO THE COMMITTEE (1.3).
FREDERICKS IS	05/10/09	1.40	PREPARE FOR IP AUCTION (1.4).
FREDERICKS IS	05/11/09	12.40	PREPARE FOR AND PARTICIPATE IN AUCTION FOR IP ASSETS, INCLUDING MEETINGS WITH BIDDERS, NEGOTIATIONS WITH PARTIES IN INTEREST, AND DISCUSSIONS WITH CPO (12.4).
FREDERICKS IS	05/12/09	3.20	PARTICIPATE IN CONFERENCE CALLS WITH NAAG TO RESOLVE OPEN ITEMS WITH SALE (.5); MULTIPLE CORRESPONDENCE TO AND FROM COUNSEL TO SYSTEMAX AND OTHER PARTIES IN INTEREST RE: IP SALE (2.7).
FREDERICKS IS	05/13/09	0.80	MULTIPLE CORRESPONDENCE FROM AND TO COUNSEL TO SYSTEMAX RE: CLOSING ISSUES (.8).
FREDERICKS IS	05/14/09	6.20	WORK WITH COUNSEL TO SYSTEMAX AND COUNSEL TO BELL TO FINALIZE SALE ORDER (2.9); PARTICIPATE IN MULTIPLE CONFERENCE CALLS WITH SYSTEMAX AND BELL RE: ATTEMPTS TO RESOLVE INTER-TRANSACTION RELATED ISSUES (.9); CONFER WITH AND ASSIST SKADDEN WORKING GROUP ON FINALIZING CLOSING DOCUMENTS AND REVIEW AND REVISE RELATED DOCUMENTS (2.4).
FREDERICKS IS	05/15/09	3.20	ATTENTION TO ISSUES RELATED TO SYSTEMAX TRANSACTION (3.2).

54.20

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KARPE JA*	12/05/08	2.30	REVIEW NDA FOR SYNEX, INCLUDING COMMENTS AND PROPOSED AMENDMENTS IN PREPARATION FOR CONFERENCE CALL WITH S. LEUNG.
KARPE JA*	12/12/08	7.30	DISCUSSIONS REGARDING MATERIAL NEGOTIATED PROVISIONS IN NDAS AND AMENDMENTS (2.1); REVIEW NDAS AND AMENDMENTS (2.3); ANALYZE NDA MATERIAL PROVISIONS.
KARPE JA*	12/14/08	0.20	REVIEW AND REVISE NDAS.
KARPE JA*	12/15/08	0.90	REVIEW AND REVISE NDAS.
KARPE JA*	12/16/08	0.20	REVIEW REVISED NDAS.
KARPE JA*	12/17/08	2.60	DRAFT, REVIEW, AND REVISE NDAS (1.8); REVIEW CONFIDENTIALITY AGREEMENT (.8).
KARPE JA*	12/19/08	1.20	REVISE AND REVIEW NDAS.
KARPE JA*	12/22/08	0.20	REVISE BEST BUY CONFIDENTIALITY.
KARPE JA*	12/30/08	0.10	TELECONFERENCE RE: STATUS OF NDAS.
KARPE JA	01/05/09	2.60	REVIEW ASSET PURCHASE AGREEMENT.
KARPE JA	05/01/09	0.80	REVIEW STALKING HORSE ASSET PURCHASE AGREEMENT FOR CC OBLIGATIONS.
KARPE JA	05/06/09	4.40	REVIEW SYSTEMAX APA (.3); REVIEW OTHER BIDS (1.3); CREATE COMPARISON TABLE AND REVISE (2.8).
KARPE JA	05/07/09	2.90	REVIEW ROTHSCHILD SUMMARY (.5); TELECONFERENCE REGARDING BIDS AND NEGOTIATING STRATEGY (1.7); TELECONFERENCE REGARDING BIDS AND STRATEGY (SECOND CALL) (.8).
KARPE JA	05/08/09	2.30	DRAFT, REVIEW, AND REVISE BID SUMMARY BINDERS FOR AUCTION.
KARPE JA	05/11/09	0.90	ATTENTION TO EMAIL REGARDING BID MODIFICATION AND CPO REPORTS (.9).
KARPE JA	05/12/09	1.70	REVIEW LOC PRECEDENT AND GUARANTEE LANGUAGE IN APAS AND AAS.
KARPE JA	05/13/09	7.80	REVIEW APA TO DETERMINE DOCUMENTS DUE ON CLOSING (.9); DRAFT, REVIEW AND REVISE CLOSING INDEX (1.4); ATTENTION TO EMAIL (.3); REVIEW ORIGINAL TRADEMARK AGREEMENT AND AMENDMENT (2.0); DRAFT, REVIEW AND REVISE TRADEMARK AGREEMENT (1.1); DRAFT, REVIEW, AND REVISE BILL OF SALE SCHEDULES (.8); REVISE TRADEMARK AGREEMENT PER D. CONWAY INSTRUCTION (.5); REVIEW AND REVISE ANNEXES TO THE ASSIGNMENTS (.3); REVISE AND SUBMIT SIDE LETTER FOR SIGNATURE (.3); REVIEW AND REVISE SAME (.2).

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KARPE JA	05/14/09	4.60	REVIEW AND RESPOND TO EMAILS REGARDING STATUS OF CLOSING DOCUMENTS (.2); REVIEW KL CHANGES TO ASSIGNMENT DOCS AND SCHEDULES (.8); REVISE SAME (.3); REVIEW KL ADDITIONAL REVISIONS TO CLOSING SET (1.0); COMPARE VERSIONS AND REVIEW COMPREHENSIVE CHANGES (.5); REVIEW AND REVISE CLOSING SET (1.8).
KARPE JA	05/18/09	1.40	REVIEW AND COMPARE EXECUTED DOCUMENTS (.6); PREPARE FULLY EXECUTED CLOSING SET TO HOLD IN ESCROW FOR CLOSING (.8).
KARPE JA	05/19/09	0.60	REVISE AGREEMENT DOCUMENTS (.4); REVISE CLOSING SET (.2).
		45.00	
KUMAR JS	05/01/09	0.90	TELECONFERENCE WITH STATE AGS RE PROPOSED SALE OF IP ASSETS.
KUMAR JS	05/06/09	7.60	TELECONFERENCE WITH I. FREDERICKS RE RESPONSE TO STATE AG OBJECTIONS TO IP ASSET SALE (.4). BEGIN DRAFTING REPLY AND RESEARCH RE SAME (5.7). TELECONFERENCE WITH STATE AGS RE SALE OF IP ASSETS (.9). REVIEWING BIDS RECEIVED FOR IP ASSETS (.6).
KUMAR JS	05/07/09	4.40	RESEARCH AND DRAFTING REPLY TO STATE AG OBJECTIONS TO IP SALE (3.1). TELECONFERENCE WITH SKADDEN AND CLIENT RE IP ASSET BIDS (1.3).
KUMAR JS	05/08/09	5.30	CONTINUE DRAFTING REPLY TO STATE AG OBJECTIONS TO IP ASSET SALE (4.4). TELECONFERENCE WITH STATE AGS RE IP ASSET SALE (.9).
KUMAR JS	05/11/09	14.80	VARIOUS TASKS RE: IP ASSET SALE AUCTION (14.8).
KUMAR JS	05/12/09	1.10	TELECONFERENCE WITH STATE AGS RE IP ASSET SALE (1.1).
KUMAR JS	05/13/09	1.50	LISTENING TO HEARING RE IP ASSET SALE (1.3); LEGAL RESEARCH RE NOTICE (.2).
KUMAR JS	05/28/09	0.60	DRAFTING BILL OF SALE FOR SALE TO GRAPHIC COMMUNICATIONS (.6).
		36.20	
LAZAROFF KA	05/06/09	5.20	TELECONFERENCE ON ISSUES (.5) AND RESEARCH ON STATE LAW FOR RESPONSE TO STATE AG OBJECTIONS (3.7); TELECONFERENCE WITH STATE AGS, SYSTEMAX AND THE COMPANY (1).
LAZAROFF KA	05/07/09	2.40	RESEARCH ON STATE LAWS FOR RESPONSE TO AG OBJECTIONS.
LAZAROFF KA	05/08/09	2.00	RESEARCH ON STATE LAWS FOR RESPONSE TO AG OBJECTIONS.

LAZAROFF KA	05/11/09	3.50	RESEARCHED STATE LAW ON DECEPTIVE TRADE PRACTICES AND PRIVACY POLICIES IN ANTICIPATION OF RESPONSE TO AGS' OBJECTION TO IP SALE.
		13.10	
Total Associate/Law Clerk		248.30	
HEANEY CM	05/01/09	1.20	REVIEW COURT DOCKETS REGARDING PRIVACY POLICIES AND BACKGROUND DOCUMENTS TO BE USED AS PRECEDENT (1.2).
HEANEY CM	05/06/09	1.20	REVIEW COURT DOCKETS REGARDING CONSUMER PRIVACY OMBUDSMAN REPORT TO BE USED IN CONNECTION WITH PREPARATION FOR SALE HEARING (.8); OBTAIN, ORGANIZE AND DISTRIBUTE PLEADINGS (.4).
HEANEY CM	05/11/09	0.60	REVIEW DOCKETS AND CASE FILES REGARDING ADDITIONAL PRIVACY REPORTS (.6).
HEANEY CM	05/18/09	0.90	REVIEW COURT DOCKETS REGARDING ASSET PURCHASE AGREEMENTS (.9).
		3.90	
Total Legal Assistant		3.90	
TOTAL TIME		<u>294.50</u>	

* Law clerks are law school graduates who are not presently admitted to practice.

Circuit City Stores, Inc. (DIP)
Asset Dispositions (Real Property)

Bill Date: 06/05/09
Bill Number: 1266691

NAME	DATE	HOURS	DESCRIPTION
FREDERICKS IS	05/10/09	2.70	REVIEW BIDS FOR LEASE AUCTION AND BIDS FOR ARDMORE DISTRIBUTION CENTER AUCTION (2.7) .
FREDERICKS IS	05/11/09	4.70	PREPARE FOR AND CONDUCT AUCTION ON SAN MATEO LEASE AND ARDMORE DISTRIBUTION CENTER (4.7) .
FREDERICKS IS	05/12/09	1.80	REVIEW AND REVISE ORDERS AND RELATED DOCUMENTS FOR SAN MATEO AND ARDMORE TRANSACTIONS (1.8) .
FREDERICKS IS	05/15/09	4.60	REVIEW AND REVISE SAN MATEO ORDER AND AGREEMENT AND MULTIPLE CORRESPONDENCE AND CALLS RE: ASSUMPTION, ASSIGNMENT AND SALE OF LEASE (4.6) .
FREDERICKS IS	05/19/09	0.70	CONFERENCE CALL WITH C. CROWE AND D. MILLER RE: LEASE AND REAL PROPERTY SALES (.7) .
		14.50	
Total Associate		14.50	
TOTAL TIME		<u>14.50</u>	

Circuit City Stores, Inc. (DIP)
Automatic Stay (Relief Actions)

Bill Date: 06/05/09
Bill Number: 1266691

NAME	DATE	HOURS	DESCRIPTION
BAKER SK	05/12/09	1.30	REVIEW AND REVISE MOTION TO TERMINATE BONDS AND LIFT STAY (1.3).
BAKER SK	05/14/09	0.10	REVIEW CORRESPONDENCE FROM G. BACHRACH REGARDING LIFT STAY MOTION (.1).
BAKER SK	05/16/09	1.20	REVISE MOTION TO LIFT STAY (1.2).
BAKER SK	05/17/09	2.30	REVISE MOTION TO LIFT STAY AND ORDER REGARDING SAME (2.3).
BAKER SK	05/18/09	2.00	REVISE LIFT STAY MOTION REGARDING BONDS (.6); DRAFT NOTICE OF BOND CANCELLATION (1.4).
		6.90	
KUMAR JS	05/01/09	0.40	FINALIZING AND EMAILING STIPULATION SETTLING MOTION OF TOMTOM TO LIFT STAY.
KUMAR JS	05/04/09	0.40	REVISING TOMTOM LIFT STAY BSTIPULATION (.4).
KUMAR JS	05/06/09	0.60	DRAFTING 9019 MOTION TO APPROVE TOMTOM LIFT STAY STIPULATION (.6).
KUMAR JS	05/07/09	1.10	REVISING 9019 MOTION TO APPROVE TOMTOM LIFT STAY STIPULATION (1.1).
KUMAR JS	05/08/09	0.90	FINALIZING AND FILING MOTION TO APPROVE TOMTOM LIFT STAY STIPULATION (.9).
		3.40	
Total Associate		10.30	
TOTAL TIME		<u>10.30</u>	

Circuit City Stores, Inc. (DIP)
Case Administration

Bill Date: 06/05/09
Bill Number: 1266691

NAME	DATE	HOURS	DESCRIPTION
GALARDI GM	05/20/09	1.10	POST-COMMITTEE MEETING WITH COMPANY AND ADVISERS RE: NEXT STEPS (1.1).
GALARDI GM	05/26/09	0.30	TELECONFERENCE WITH COMMITTEE COUNSEL RE: MINUTES AND INSURANCE.
		1.40	
Total Partner		1.40	
BAKER SK	05/06/09	0.40	CONFERENCE CALL REGARDING CASE STATUS (.3); REVIEW UPDATED CIRCUIT CITY CASE CALENDER (.1).
BAKER SK	05/08/09	0.20	REVIEW DRAFT OF CIRCUIT CITY HEARING AGENDA (.2).
BAKER SK	05/11/09	0.20	REVIEW 5/13 HEARING AGENDA (.2).
BAKER SK	05/14/09	0.20	REVIEW UPDATED CIRCUIT CITY CASE CALENDAR (.2).
BAKER SK	05/21/09	0.40	REVIEW DRAFT AGENDA OF 5/28 OMNI HEARING (.2); REVIEW UPDATED CASE CALENDAR (.2).
BAKER SK	05/22/09	0.50	DRAFT CORRESPONDENCE TO I. PANIZALES REGARDING SERVICE LISTS (.1); REVIEW CORRESPONDENCE REGARDING ADJOURNING CERTAIN ADMINISTRATIVE EXPENSE MOTIONS (.2); REVIEW DRAFT OF UPDATED HEARING AGENDA (.2).
BAKER SK	05/26/09	0.20	TELECONFERENCE WITH M. JONES REGARDING BANKRUPTCY PROCEEDINGS (.1); TELECONFERENCE WITH C. FULLER REGARDING CIRCUIT CITY BANKRUPTCY PROCEEDINGS (.1).
BAKER SK	05/28/09	1.20	REVIEW CORRESPONDENCE FROM D. RAMSEY REGARDING ABANDONED RECORDS (.1); REVISE NOTICE OF DESTRUCTION OF RECORDS (.9); REVIEW UPDATED CIRCUIT CITY CASE CALENDAR (.2).
BAKER SK	05/29/09	0.40	REVISE MOTION OF DESTRUCTION OF RECORDS (.4).
		3.70	
FREDERICKS IS	05/07/09	3.10	REVIEW AND RESPOND TO MULTIPLE CASE RELATED CORRESPONDENCE (3.1).
FREDERICKS IS	05/13/09	7.30	PREPARE FOR, PARTICIPATE IN AND CONDUCT HEARING ON IP SALE, SAN MATEO SALE, ARDMORE SALE AND OTHER MATTERS (6.6); CONFER WITH CLIENT FOLLOWING HEARING RE: VARIOUS CASE RELATED MATTERS (.7).

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FREDERICKS IS	05/18/09	0.80	PARTICIPATE IN GENERAL WEEKLY UPDATE/STRATEGY CALL WITH CC AND FTI (.8).
FREDERICKS IS	05/26/09	2.60	ATTENTION TO VARIOUS CASE RELATED EMAILS AND CALLS FROM CREDITORS RE: ADMIN BAR DATE AND OTHER ISSUES (2.6).
FREDERICKS IS	05/28/09	2.70	PREPARE FOR, ATTEND AND PARTICIPATE IN OMNIBUS HEARING (2.7).
		16.50	
KUMAR JS	05/01/09	1.10	RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE VARIOUS CASE ADMINISTRATION ISSUES (.6); UPDATING TASK LIST (.5).
KUMAR JS	05/04/09	1.20	RESPONDING TO VARIOUS INQUIRIES FROM PARTIES IN INTEREST RE CASE ADMINISTRATION ISSUES (1.2).
KUMAR JS	05/05/09	0.40	RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE CASE ADMINISTRATION ISSUES (.4).
KUMAR JS	05/14/09	1.20	DEALING WITH VARIOUS CASE ADMINISTRATION ISSUES (1.2).
		3.90	
LAZAROFF KA	05/20/09	0.30	REVIEWED AND UPDATED AGENDA.
		0.30	
LIBERI JM	05/29/09	0.30	REVIEW AND COMMENT ON CORRESPONDENCE TO CREDITORS' COMMITTEE RE: DESTRUCTION OF DOCUMENTS (0.3).
		0.30	
Total Associate		24.70	
HEANEY CM	05/01/09	1.20	REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.9).
HEANEY CM	05/04/09	0.70	REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.4).
HEANEY CM	05/05/09	1.20	REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW, ORGANIZE AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.9).
HEANEY CM	05/06/09	0.90	REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.6).
HEANEY CM	05/07/09	1.30	REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.6); EDIT/REVISE 5-13 HEARING AGENDA (.4).